1307562

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



### FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION



| Name of Offering ([] check change.) BlueShift Technologies,                                    | *                      |                        |                        | _                   | I, and indica   | ite   |
|--|------------------------|------------------------|------------------------|---------------------|---|---|
| Filing Under (Check box(es) that apply):   | [ ] <u>Rule</u><br>504 | [ ] <u>Rule</u><br>505 | [X] <u>Rule</u><br>506 | [ ] Section<br>4(6) | [ ]<br>ULOE   |   |
| Type of Filing: [X] New Filing   | ng []Ai                | mendment               |                        |                     |   |   |
| v and the last five design and delice any in strated second and delicence in the second second | A. BA                  | SIC IDENT              | IFICATION              | DATA                | Charles control de la control | nedlettan applicationischeidstelle die deuerder |
| 1. Enter the information red   | quested ab             | out the issu           | ıer                    |                     |   | zwonan uvikinistrationismismismismi             |
| Name of Issuer ([ ] check change.) BlueShift Technologies,                                     |                        | amendme                | nt and name            | e has changed       | , and indicia   | ate   |
| Address of Executive Offic<br>Telephone Number (Include  |                        |                        | Street, City,          | State, Zip Coo      | de)   | PROCESSED                                       |
| 6 Centennial Drive, Peabo<br>(978) 573-4252  | dy, <b>M</b> A 019     | 960                    |                        |                     |   | NOV 0 2 2004<br>THOMSON<br>FINANCIAL            |
| Address of Principal Busin<br>Telephone Number (Include<br>(if different from Executive        | ling Area C            |                        | nber and Str           | eet, City, State    | e, Zip Code)  |   |

 $\sim$ 

| Same as above.   |  |  |  |  |  |  |  |  |
|--|--|--|--|--|--|--|--|--|
| Brief Description of Business  |  |  |  |  |  |  |  |  |
| BlueShift Technologies, manufacturing equipmer   | ~ ~  | n the design a   | nd sale of semiconducto  | r  |  |  |  |  |
| Type of Business<br>Organization   | enterviewe en graph de la company de la comp | general de la companya de la company | 2007 г. основну центри (1914 г.) — при                                     |  |  |  |  |  |
| [X] corporation  | [ ] limited partner formed   | rship, already   | [ ] other (please specify):  |  |  |  |  |  |
| [ ] business trust   | [ ] limited partner formed   | rship, to be   |  |  |  |  |  |  |
| положения муниципального подоможения выположения выположения в подоможения выположения выположения в подоможения выположения в подоможения выположения выстрания выположения выстрания выстрания выстрания выстран | от постоя на применения на   | Month<br>Year  | об тору с тору в серения в сер | MARCONING - PROGRAMMENT OF THE P |  |  |  |  |
| Actual or Estimated Date of Organization:  | of Incorporation or  | October,<br>2004   | [X] Actual []<br>Estimated   |  |  |  |  |  |
| Jurisdiction of Incorporatio abbreviation for State:   | n or Organization:   | (Enter two-lette   | er U.S. Postal Service   |  |  |  |  |  |
| jurisdiction) DE   | CN1  | for Canada; FN   | N for other foreign  |  |  |  |  |  |

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

#### A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

| Check<br>Box(es) that<br>Apply: | [X] Promoter [X] Beneficial<br>Owner                   | [X] Executive<br>Officer | [X] Director [ ] General and/or Managing Partner |   |
|---------------------------------|--|--------------------------|--|---|
| Full Name (L                    | ast name first, if individual) v                       | van der Meulen           | , Peter  | Hristoniusanosaec                       |
|                                 | Residence Address (Number<br>al Drive, Peabody, MA 019 | •                        | , State, Zip Code)                               | *************************************** |

| Check<br>Box(es) that<br>Apply: | [ ] Promoter [ ]                   | Beneficial<br>Owner | [ ] Executive<br>Officer | [X] Director [ ]  | General<br>and/or<br>Managing<br>Partner   |
|---------------------------------|------------------------------------|---------------------|--------------------------|---|--|
| Full Name (La                   | ast name first, if                 | individual) B       | sichara, Axel            | n en de en  | THE CONTRACT |
|                                 | Residence Addre<br>l Drive, Peaboo | •                   |                          | , State, Zip Cod  | de)  |
| Check<br>Box(es) that<br>Apply: | [ ] Promoter [ ]                   | Beneficial<br>Owner | [ ] Executive<br>Officer | [X] Director [  | General<br>and/or<br>Managing<br>Partner   |
| Full Name (L                    | ast name first, if                 | individual) [       | )'Amore, Rich            | ard A.  | канай колий тольный из информация и достойного чествення на часты на часты на принципального принципального по   |
|                                 | Residence Addre<br>l Drive, Peaboo | •                   | •                        | , State, Zip Co   | de)  |
| Check<br>Box(es) that<br>Apply: | [ ] Promoter [ ]                   | Beneficial<br>Owner | [ ] Executive<br>Officer | [X] Director [  | ] General<br>and/or<br>Managing<br>Partner   |
| Full Name (L                    | ast name first, if                 | individual) S       | Simone, Peter            | gyagyri it di dilakanniyang cilindirikan manang biri sanakan manang biri sanakan manang biri sanakan manang bir | SHAMMAN AND AND AND AND AND AND AND AND AND A  |
|                                 | Residence Addro                    | •                   | •                        | y, State, Zip Co  | de)  |
| Check<br>Box(es) that<br>Apply: | [] Promoter [                      | Beneficial<br>Owner | [ ] Executive<br>Officer | [X] Director [  | ] General<br>and/or<br>Managing<br>Partner   |
| Full Name (L                    | ast name first, if                 | individual) I       | Richstone, Elle          | n   | knongegelget og filosofiske knongeger er folk kildel, omkrigender y 16. med glevere er grevere og det knongen  |
| Business or                     | Residence Addr                     | ess (Numbei         | and Street, Cit          | y, State, Zip Co  | de)  |

## 6 Centennial Drive, Peabody, MA 01960

| Check [ ] Promoter [ ] Beneficial Box(es) that Owner Apply:                    | [ ] Executive<br>Officer | [X] Director [                           | General<br>and/or<br>Managing<br>Partner   |
|--|--------------------------|--|--|
| Full Name (Last name first, if individual) I                                   | Low, Paul                | ta eta eta eta eta eta eta eta eta eta e | THE CHARLES AND ADDRESS OF THE CHARLES AND THE |
| Business or Residence Address (Number 6 Centennial Drive, Peabody, MA 019      |                          | y, State, Zip Co                         | de)  |
| Check [ ] Promoter [X] Beneficial Box(es) that Owner Apply:                    | [ ] Executive<br>Officer | [ ] Director [                           | General<br>and/or<br>Managing<br>Partner   |
| Full Name (Last name first, if individual)                                     | North Bridge Ve          | nture Partners V                         | /-A L.P.   |
| Business or Residence Address (Number 950 Winter St., Suite 4600, Waltham, MA  |                          | ty, State, Zip Co                        | de)  |
| Check [ ] Promoter [X] Beneficial Box(es) that Owner Apply:                    | [ ] Executive<br>Officer | [ ] Director [                           | ] General<br>and/or<br>Managing<br>Partner   |
| Full Name (Last name first, if individual)                                     | North Bridge Ve          | enture Partners \                        | /-B L.P.   |
| Business or Residence Address (Number 950 Winter St., Suite 4600, Waltham, MA  |                          | ty, State, Zip Co                        | de)  |
| Check [ ] Promoter [X] Beneficial Box(es) that Owner Apply:                    | [ ] Executive<br>Officer | [ ] Director [                           | ] General<br>and/or<br>Managing<br>Partner   |
| Full Name (Last name first, if individual)                                     | Atlas Venture F          | und VI, L.P.                             | urin nanadionamian makaliki in sumadionamian makaliki makaliki makaliki makaliki makaliki makaliki makaliki ma   |
| Business or Residence Address (Numbe<br>890 Winter St., Suite 320, Waltham, MA |                          | ty, State, Zip Co                        | de)  |

## (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

| B. INFORMATION ABOUT OFFERING   |   |  |
|---|---|--|
| 1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?  | Yes<br>[ ]                              | No<br>[X]  |
| Answer also in Appendix, Column 2, if filing under ULOE.  |   |  |
| 2. What is the minimum investment that will be accepted from any individual?  | \$N/A_                                  |  |
| 3. Does the offering permit joint ownership of a single unit?   | Yes<br>[ ]                              | No<br>[X]  |
| 4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. | N/A                                     |  |
| Full Name (Last name first, if individual)  |   |  |
| Business or Residence Address (Number and Street, City, State, Zip Cod  | le)                                     | englangkanali ara alampa-anaksahayahar englangkan englangkan tangkan kanalayahaya d  |
| Name of Associated Broker or Dealer   | *************************************** | <del>- value das es<sup>a</sup> distinció per el de</del> coccion <del>cia</del> de <del>especial de del desenval</del> o de del desenvalo de desenvolves  |
| States in Which Person Listed Has Solicited or Intends to Solicit Purchase  | ers                                     | ACCESSION OF THE PROPERTY OF T |
| (Check "All States" or check individual States)   | ] All S                                 | tates  |
| [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [  | -<br>[HI]                               | [ID]   |
|   | •                                       | [MO]   |
|   | • •                                     | [PA]   |
|   | -                                       | [PR]   |
| Full Name (Last name first, if individual)  |   |  |
| Business or Residence Address (Number and Street, City, State, Zip Coo  | de)                                     |  |
| Name of Associated Broker or Dealer   | *************************************** | - Producera in September 2000 April 1990 Apr |

| States   | s in Wl | hich Pe | erson l | Listed    | Has So                                | olicited                            | or Inte                                 | nds to                                  | Solicit I        | ourcha  | sers    |                      |       |
|--|---------|---------|---------|-----------|---------------------------------------|-------------------------------------|---|---|------------------|---------|---------|----------------------|-------|
| (Che   | ck "Al  | ll Stat | es" or  | check     | indiv                                 | idual S                             | States)                                 |   |                  | [       | ] All   | States               |       |
| [AL]   | [AK]    | [AZ]    | [AR]    | [CA]      | [CO]                                  | [CT]                                | [DE]                                    | [DC]                                    | [FL]             | [GA]    | [HI]    | [ID]                 |       |
| [IL]   | [IN]    | [IA]    | [KS]    | [KY]      | [LA]                                  | [ME]                                | [MD]                                    | [MA]                                    | [MI]             | [MN]    | [MS]    | [MO]                 |       |
| [MT]   | [NE]    | [NV]    | [HM]    | [NJ]      | [NM]                                  | [NY]                                | [NC]                                    | [ND]                                    | [OH]             | [OK]    | [OR]    | [PA]                 |       |
| [RI]   | [SC]    | [SD]    | [TN]    | [TX]      | [UT]                                  | [VT]                                | [VA]                                    | [WA]                                    | [WV]             | [WI]    | [WY]    | [PR]                 |       |
| Full N   | lame (  | Last n  | ame fir | st, if ir | ndividua                              | al)                                 | *************************************** | *************************************** | ****             |         |         |                      | -     |
| Busin  | ess or  | Resid   | ence A  | ∖ddres    | s (Nun                                | nber ar                             | nd Stree                                | et, City                                | , State,         | Zip Co  | de)     |                      | **    |
| Name   | of As   | sociate | ed Bro  | ker or    | Dealer                                | erkondigen bergrüdelterskaarstak de |   |   |                  |         | ••••••  |                      | •••   |
|  |         |         |         |           |                                       |                                     |   |   | Solicit I        | Purcha  |         |                      | •     |
| (Che   | ck "A   | ll Stat | es" or  | check     | indiv                                 | idual :                             | States)                                 | ••••••                                  |                  | [       | ] All   | States               |       |
|  | [AK]    | [AZ]    | [AR]    | -         | [CO]                                  |                                     | [DE]                                    |   |                  | [GA]    | [HI]    | [ID]                 |       |
| [IL]   | [IN]    | [IA]    | [KS]    |           | [LA]                                  | [ME]                                |   |   | • •              | [MN]    |         | -                    |       |
| [MT]   |         |         | [NH]    |           |                                       |                                     | [NC]                                    |   | [OH]             | [OK]    |         | [PA]                 |       |
| [RI]   | [SC]    | [SD]    | [TN]    | [XT]      | [UT]                                  | [VT]                                | [VA]                                    | [WA]                                    | [WV]             | [WI]    | [WY]    | [PR]                 |       |
|  | (Use I  | olank   | sheet,  | or co     | py and                                | use a                               | dditio                                  | nal cop                                 | ies of           | this sh | eet, as | s necessary.)        |       |
| C.   | OFFE    | RING    | PRICE   | E, NUN    | IBER (                                | OF INV                              | ESTO                                    | RS, EX                                  | PENSE            | S ANI   | USE     | OF PROCEEDS          | ules: |
| includes sold. transa and in secur   | ·       |         |         |           |                                       |                                     |   |   |                  |         |         |                      |       |
| securities offered for exchange and already exchanged.  Type of Security  Debt |         |         |         |           |                                       |                                     |   |   | Aggre<br>Offerin |         |         | ount Already<br>Sold |       |
|  | Equity  |         |         |           | · · · · · · · · · · · · · · · · · · · |                                     |   | \$ <u>.</u>                             |                  |         | _ \$    |                      |       |
|  | Conve   |         | Comm    | on        | [X] Pre                               | eferred                             |   | \$_                                     | 6,465            | 5,000   | \$_0_   |                      |       |

•

| Partnership Interests   | \$                  | \$                                   |
|---|---------------------|--------------------------------------|
| Other (Specify).  | \$                  | \$                                   |
| Total   | \$6,465,000_        | \$_0                                 |
| Answer also in Appendix, Column 3, if filing under ULOE.  |                     |                                      |
| 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." |                     |                                      |
|   | Number<br>Investors | Aggregate Dollar Amount of Purchases |
| Accredited Investors  | 10                  | _\$6,465,000_                        |
| Non-accredited Investors  | 0                   | \$0_                                 |
| Total (for filings under Rule 504 only)   |                     | \$                                   |
| Answer also in Appendix, Column 4, if filing under ULOE.  |                     |                                      |
| 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.  |                     |                                      |
| Type of offering  | Type of Security    | Dollar Amount<br>Sold                |
| Rule 505  |                     | _\$                                  |
| Regulation A  |                     | \$                                   |
| Rule 504  |                     | \$                                   |

| Total  | \$   |
|--|--|
| 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees | []\$0  |
| Printing and Engraving Costs   | []\$0  |
| Legal Fees   | [X]\$100,000   |
| Accounting Fees  | []\$0  |
| Engineering Fees   | []\$0_   |
| Sales Commissions (specify finders' fees separately)   | []\$0  |
| Other Expenses (identify)  | []\$0_   |
| Total  | [X]\$100,000   |
| b. Enter the difference between the aggregate offering price in response to Part C - Question 1 and total expenses furnish response to Part C - Question 4.a. This difference is the "adj gross proceeds to the issuer."   | ned in \$6,365,000<br>usted                                      |
|  | Payments to Officers, Payments Directors, & To Affiliates Others |
| Salaries and fees  | [] []  |
|  | \$ \$  |

| Purchase of real estate  |                                    | []                          | []                                 |   |
|--|------------------------------------|-----------------------------|------------------------------------|---|
| Purchase, rental or leasing and installati machinery and equipment   | ion of                             | []                          | []<br>\$                           |   |
| Construction or leasing of plant buildings facilities  | s and                              | []<br>\$                    | []<br>_\$                          |   |
| Acquisition of other businesses (includin securities involved in this offering that mexchange for the assets or securities of pursuant to a merger)  | nay be used in                     | []<br>\$                    | []<br>_\$                          |   |
| Repayment of indebtedness  |                                    | []                          | []<br>\$                           |   |
| Working capital  |                                    | []<br>\$                    | <br>[X]<br>\$6,365,000             |   |
| Other (specify):   |                                    | []                          | \$5,555,555<br>[]<br>\$            |   |
|  |                                    | []                          | []                                 |   |
| Column Totals  Total Payments Listed (column totals ac   |                                    | []<br>\$[X] \$6             | [X]<br>_\$6,365,000                |   |
| D. FEDER   | RAL SIGNATUR                       | RE                          |                                    | anti-Citia - engazamenta mini Constructo de Inmanoni (cri pantiplico) |
| The issuer has duly caused this notice to be this notice is filed under Rule 505, the followi to furnish to the U.S. Securities and Exchang information furnished by the issuer to any not Rule 502. | ng signature co<br>je Commission,  | nstitutes an<br>upon writte | undertaking by<br>n request of its | the issuer<br>staff, the  |
| Issuer (Print or Type)   | Signature                          |                             | Date                               |   |
| BlueShift Technologies, Inc.   | Mu                                 |                             | Oct 25, 04                         |   |
| Name of Signer (Print or Type)   | Title of Signer (<br>President and | • •                         | e)                                 |   |
| · ·  | Executive Off                      |                             |                                    |   |

ATTENTION

## Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

| equalification provisions of such rule?   | negografit fill formattin ngaranaser site film data ne pog ogsåt störer mattalenge pa | <del>D'ENTRE MEN</del> TRE |
|---|---|----------------------------|
| 1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? | Yes No<br>[ ] [X]   |                            |
| See Appendix, Column 5, for state response.   |   |                            |

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)

BlueShift Technologies, Inc.

Name of Signer (Print or Type)

Peter van der Meulen

Signature

Oct 25, 04

Title (Print or Type)

President and Chief

Executive Officer

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any

copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

## APPENDIX

| *****Concessoresoresty \$15000 |  | 00************************************ | ***************************************  |                         |   |  | ************ |  |      |  |
|--------------------------------|--|--|--|-------------------------|---|--|--------------|--|------|--|
| 1                              | 2  |  | 3  |                         | naza i nim selegge dit hito di s <del>uu</del> ra kaa | erita kirkelian ademiera ang salange <del>terrebi l</del> ain di di <b>kalangan</b> di   |              | A-Ball - Hall Ball & Ale Colonia States  |      |  |
|                                | Intendence set to no accredinvesto Star (Part Item | on-<br>dited<br>ors in<br>te<br>B-     | Type of security and aggregate offering price offered in state (Part C-Item 1) | Type of investor and    |   |  |              | 5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1) |      |  |
|                                |  |  |  |                         |   | Number of  |              |  |      |  |
|                                |  |  |  | Number of<br>Accredited |   | Non-<br>Accredited   |              |  | 4666 |  |
| State                          | Yes  | No                                     |  | Investors               | Amount  |  | Amount       | Yes  | No   |  |
| AL                             |  |  |  |                         |   | and the state of t |              |  | **** |  |
| AK                             |  |  | ***************************************  |                         |   | Personal Control of the Control of t | İ            |  |      |  |
| AZ                             |  |  |  |                         |   | distribute management on management and decision of the second of  |              |  |      |  |
| AR                             |  |  |  |                         | <u> </u>  |  | <u> </u>     |  |      |  |
| CA                             | İ  |  |  |                         |   |  |              |  |      |  |
| СО                             | İ  | <u> </u>                               |  |                         |   |  |              |  |      |  |
| СТ                             |  |  |  |                         | <u> </u>  |  |              |  |      |  |
| DE                             | ***************************************            |  |  |                         | ***************************************               |  |              |  |      |  |
| DC                             |  |  |  |                         |   |  |              |  |      |  |
| FL                             |  |  |  |                         |   |  |              |  |      |  |
| GA                             |  |  |  |                         |   |  |              |  |      |  |
| HI                             |  |  |  |                         |   |  |              |  |      |  |
| ID                             |  |  |  |                         |   |  |              |  |      |  |
| IL                             |  |  |  |                         |   |  |              |  |      |  |

|    |  |   |   |          |  | <br>         |  |
|----|--|---|---|----------|--|--------------|--|
| IN |  |   |   |          |  |              |  |
| IA |  |   |   |          |  |              |  |
| KS |  |   |   |          |  |              |  |
| KY |  |   |   |          |  |              |  |
| LA |  |   |   |          |  |              |  |
| ME |  |   |   |          |  |              |  |
| MD |  |   |   |          |  |              |  |
| MA |  |   |   |          |  |              |  |
| MI |  |   |   |          |  |              |  |
| MN |  |   |   |          |  |              |  |
| MS |  |   |   |          |  |              |  |
| МО |  |   |   |          | - Charles and the control of the con |              |  |
| MT |  |   |   |          |  |              |  |
| NE |  |   |   |          | *******************************  |              |  |
| NV |  |   | *************************************** |          | gradian de administratorio es e de la companya de l |              |  |
| NH |  |   |   |          |  |              |  |
| NJ |  |   |   |          |  |              |  |
| NM |  |   |   |          |  |              |  |
| NY |  |   |   |          |  |              |  |
| NC |  |   |   |          |  |              |  |
| ND |  |   |   |          |  |              |  |
| ОН |  |   |   |          |  |              |  |
| OK |  |   |   |          |  |              |  |
| OR |  | - |   | ļ        |  |              |  |
| PA |  |   |   |          |  |              |  |
| RI | <u> </u>   |   |   |          |  |              |  |
| SC |  |   |   |          |  | <u> </u>     |  |
| SD | May a Citiz a half challed a dell'Eldella manifesta della della della della challed con construent construent construent construent con construent construent construent con construent con construent construent construent construent con construent construent construent construent construent con construent constr |   |   |          | And in the second section of the second section of the second section of the second section of the second section of the second section of the second section of the second section of the second section of the second sec  | <br><u></u>  |  |
| TN |  | 4 |   | <b>.</b> |  | <u> </u>     |  |
| TX |  |   | -                                       | <u></u>  |  | <br><u> </u> |  |
| UT |  |   |   | 1        |  | <u> </u>     |  |
| VT |  |   |   |          |  |              |  |

į

\_\_\_\_!.

| VA |  |  | o cinamatalija a la appropria programitati in incidenci in para |  |
|----|--|--|---|--|
| WA |  |  |   |  |
| WV |  |  |   |  |
| WI |  |  |   |  |
| WY |  |  |   |  |
| PR |  |  |   |  |

http://www.sec.gov/divisions/corpfin/forms/formd.htm Last update: 06/06/2002